

REQUEST FOR COUNCIL ACTION CITY OF SAN DIEGO				CERTIFICATE NUMBER (FOR COMPTROLLER'S USE ONLY)	
TO: CITY COUNCIL		FROM (ORIGINATING DEPARTMENT): Comptroller		DATE: 06/13/2013	
SUBJECT: Dissolution of the San Diego Civic Events Fund, a nonprofit public benefit corporation.					
PRIMARY CONTACT (NAME, PHONE): Ken Whitfield, 619-236-6162, MS-6A			SECONDARY CONTACT (NAME, PHONE): ,		
COMPLETE FOR ACCOUNTING PURPOSES					
FUND					
DEPT / FUNCTIONAL AREA					
ORG / COST CENTER					
OBJECT / GENERAL LEDGER ACCT					
JOB / WBS OR INTERNAL ORDER					
C.I.P./CAPITAL PROJECT No.					
AMOUNT	0.00	0.00	0.00	0.00	0.00
FUND					
DEPT / FUNCTIONAL AREA					
ORG / COST CENTER					
OBJECT / GENERAL LEDGER ACCT					
JOB / WBS OR INTERNAL ORDER					
C.I.P./CAPITAL PROJECT No.					
AMOUNT	0.00	0.00	0.00	0.00	0.00
COST SUMMARY (IF APPLICABLE):					
ROUTING AND APPROVALS					
CONTRIBUTORS/REVIEWERS:		APPROVING AUTHORITY	APPROVAL SIGNATURE	DATE SIGNED	
Liaison Office		ORIG DEPT.	Whitfield, Ken	6/13/2013	
		CFO			
		DEPUTY CHIEF			
		COO			
		CITY ATTORNEY	Bartolotta, Bret	6/18/2013	
		COUNCIL PRESIDENTS OFFICE			
PREPARATION OF:	<input checked="" type="checkbox"/> RESOLUTIONS	<input type="checkbox"/> ORDINANCE(S)	<input type="checkbox"/> AGREEMENT(S)	<input type="checkbox"/> DEED(S)	
Authorizing the dissolution of San Diego Civic Events Fund.					
STAFF RECOMMENDATIONS: Move the item forward to City Council for a vote on the resolution to dissolve the corporation.					
SPECIAL CONDITIONS (REFER TO A.R. 3.20 FOR INFORMATION ON COMPLETING THIS SECTION)					
COUNCIL DISTRICT(S):		Citywide			



COMMUNITY AREA(S):	
ENVIRONMENTAL IMPACT:	This activity is not a "project" and is therefore not subject to CEQA pursuant to State CEQA Guidelines Section 15060(c)(3).
CITY CLERK INSTRUCTIONS:	



**COUNCIL ACTION**  
**EXECUTIVE SUMMARY SHEET**  
CITY OF SAN DIEGO

DATE: 06/13/2013

ORIGINATING DEPARTMENT: Comptroller

SUBJECT: Dissolution of the San Diego Civic Events Fund, a nonprofit public benefit corporation.

COUNCIL DISTRICT(S): Citywide

CONTACT/PHONE NUMBER: Ken Whitfield/619-236-6162, MS-6A

**DESCRIPTIVE SUMMARY OF ITEM:**

Dissolve the San Diego Civic Events Funds, a nonprofit public benefit corporation and return remaining assets to the City of San Diego.

**STAFF RECOMMENDATION:**

Move the item forward to City Council for a vote on the resolution to dissolve the corporation.

**EXECUTIVE SUMMARY OF ITEM BACKGROUND:**

San Diego Civic Events Fund, a California public benefit corporation (Corporation), originally San Diego Festivals, Inc., was established by the City Council in October 1988 to promote artistic and cultural events within the City. Records on file with the City Clerk's office indicate that the Corporation has not been active since 1995 and there are currently no plans to revive the Corporation. Because the continued existence of the Corporation is unnecessary and the Corporation is an administrative burden, the Office of the City Comptroller recommends that the Corporation be dissolved.

The dissolution of the Corporation requires certain actions be undertaken by the Board of Directors of the Corporation (Board). Under the Articles of Incorporation, the composition of the Board is established by the Corporation's bylaws. According to the bylaws, the Board is currently comprised of: the City Manager, the City Attorney and the City Auditor. Due to various changes within the City and its governing structure, this composition of the Board is out of date. The City Comptroller recommends that the composition of the Board be changed for administrative convenience and with the express purpose of dissolving the Corporation.

The City is the sole member of the Corporation and the member acts through the City Council. One of the powers of the member is to amend the bylaws, including changing the composition of the Board. This resolution will amend the bylaws to create a Board comprised of the Chief Operating Officer, the City Comptroller and the Mayor. This resolution will direct and authorize the Board to distribute all of the Corporation's assets to the City and subsequently take all actions necessary to dissolve the Corporation.

**FISCAL CONSIDERATIONS:** Approximately \$6,000 of assets would be returned to the City of San Diego.

**EQUAL OPPORTUNITY CONTRACTING INFORMATION (IF APPLICABLE):** N/A



PREVIOUS COUNCIL and/or COMMITTEE ACTION (describe any changes made to the item from what was presented at committee): None

COMMUNITY PARTICIPATION AND PUBLIC OUTREACH EFFORTS: N/A

KEY STAKEHOLDERS AND PROJECTED IMPACTS: N/A

Whitfield, Ken

Originating Department

\_\_\_\_\_  
Deputy Chief/Chief Operating Officer



**Amendment by Sole Member to Bylaws of San Diego Civic Events Fund**

RESOLVED, that effective immediately, the directors of the Corporation currently serving are removed and the following amendment to the Bylaws of the Corporation is hereby adopted:

Section 3.02 of Article III of the Bylaws is amended in its entirety to read:

Section 3.02. Number and Qualifications of Directors. As provided in the Articles of Incorporation, the authorized number of directors is three (3), unless fixed at a higher number, not more than nine (9), by a bylaw adopted by the member.

The directors shall consist of the elected or appointed individuals holding the following offices in the City of San Diego:

- (a) Chief Operating Officer
- (b) City Comptroller
- (c) Mayor

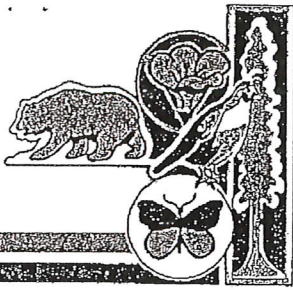
In the event the member determines to increase the number of directors of the Board, the member shall elect the additional directors.

Resolved, that the Comptroller of the City of San Diego be, and is hereby authorized and directed to certify the adoption of the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has executed this notification the \_\_\_\_ day of \_\_\_\_\_, 2013, by order of the Council of the City of San Diego.

\_\_\_\_\_  
Ken Whitfield  
City Comptroller, City of San Diego





State  
of  
California  
SECRETARY OF STATE

A462856

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California,  
hereby certify:

That the annexed transcript has been compared with  
the corporate record on file in this office, of which it  
purports to be a copy, and that same is full, true and  
correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

JUN 27 1995



*Bill Jones*

Secretary of State



A46-856

ENDORSED  
FILED

In the office of the Secretary of State  
of the State of California

JUN 27 1995

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
SAN DIEGO FESTIVALS, INC.

Susan Golding and Jack McGrory certify that:

1. They are the president and the secretary, respectively, of San Diego Festivals, Inc., a California nonprofit public benefit corporation ("Corporation").

2. Article I of the Articles of Incorporation of this Corporation is amended in its entirety to read as follows:

ARTICLE I

The name of this corporation is: San Diego Civic Events Fund.

3. Section (b)(1) of Article II of the Articles of Incorporation of this Corporation is amended in its entirety to read as follows:

ARTICLE II

\* \* \*

(b) The specific purposes of this corporation are:

(1) To assist and support the City of San Diego by (i) funding, supporting or producing, either alone or in conjunction with other nonprofit organizations or domestic or foreign governmental entities, events for the community of San Diego and its visitors, including but not limited to civic, educational, artistic, musical or cultural events, festivals or other programs which enrich the quality of life in the City of San Diego or (ii) raising funds to defray general or specific expenses or to pay obligations incurred by the City of San Diego in connection with its support and promotion of events for the community of San Diego and its visitors, including but not limited to civic, educational, artistic, musical, or cultural events, programs and activities; and

\* \* \*

4. Section (a) of Article IV of the Articles of Incorporation of this Corporation is amended in its entirety to read as follows:

DOCUMENT NO. RR-285886-1

FILED JUN 05 1995

OFFICE OF THE CITY CLERK  
SAN DIEGO, CALIFORNIA



(a) This corporation is organized exclusively for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law, including, as limited by such purposes, operating as an organization that is organized, and at all times operated exclusively for the benefit of, to perform the functions of, to support, or to carry out the purposes of the City of San Diego.

\* \* \*

5. Article VI of the Articles of Incorporation of this Corporation is amended in its entirety to read as follows:

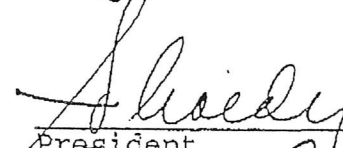
The number of directors shall be three (3), unless fixed at a higher number, not more than nine (9), from time to time by a bylaw adopted by the member.

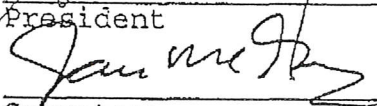
6. The foregoing amendments to the Articles of Incorporation of this Corporation have been duly approved by the Board of Directors.

7. The foregoing amendments to the Articles of Incorporation of this Corporation have been duly approved by the sole member of this Corporation.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: JUN 05 1995

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary



# RETURN TO CLIENT

DOCR-C.TAG  
(1-95)



RESOLUTION NUMBER R-\_\_\_\_\_

DATE OF FINAL PASSAGE \_\_\_\_\_

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF  
SAN DIEGO, AS THE SOLE MEMBER OF SAN DIEGO CIVIC  
EVENTS FUND, AMENDING THE BYLAWS OF SAN DIEGO  
CIVIC EVENTS FUND AND AUTHORIZING AND  
DIRECTING THE BOARD TO DISSOLVE SAN DIEGO CIVIC  
EVENTS FUND.

WHEREAS, San Diego Civic Events Fund, a California public benefit corporation  
(Corporation), originally San Diego Festivals, Inc., was established in 1988 to promote artistic  
and cultural events within the City of San Diego (City); and

WHEREAS, the Corporation operates under bylaws (as amended from time to time, the  
Bylaws) adopted by the City Council, acting as the sole member of the Corporation; and

WHEREAS, the Corporation has been inactive since 1995 and its continued existence is  
unnecessary; and

WHEREAS, the dissolution of the Corporation requires various actions by the  
Corporation's Board of Directors (Board); and

WHEREAS, the current composition of the Board, as stated in the Bylaws, includes  
positions within the City that no longer exist and is, therefore, out of date; and

WHEREAS, the City Council, acting as the sole member of the Corporation, desires to  
amend the Bylaws to change the composition of the Board; and

WHEREAS, the City Council, acting as the sole member of the Corporation, has  
determined that it is in the best interests of the Corporation that the Corporation be dissolved;  
and



WHEREAS, the Corporation currently holds \$6,000 in assets, and the Corporation is able to pay or provide for all its known debts and liabilities; NOW, THEREFORE,

BE IT RESOLVED, by the Council of the City of San Diego, acting as the sole member of the Corporation, that the Bylaws are amended such that the three (3) directors of the Corporation shall be the elected or appointed individuals holding the following offices in the City of San Diego: the Chief Operating Officer, the Comptroller and the Mayor.

BE IT FURTHER RESOLVED, that the amended bylaws of the Corporation, on file with the Clerk's office as Document No. RR-\_\_\_\_\_, are hereby adopted, superseding all other bylaws or amendments thereto.

BE IT FURTHER RESOLVED, that all known debts and liabilities of the Corporation be provided for and paid.

BE IT FURTHER RESOLVED, that after i) paying or adequately providing for all its known debts and liabilities, and ii) complying with Corporations Code section 6716 the corporate assets remaining on hand shall be distributed to the City of San Diego to be used only for the specific purposes delineated in the Corporation's Articles of Incorporation, as amended.

BE IT FURTHER RESOLVED, that each and any one of the Directors comprising the Board is authorized and directed to take appropriate measures to dissolve the Corporation.

BE IT FURTHER RESOLVED, that each and any one of the Directors comprising the Board is authorized and directed to file or cause to be filed a final return as provided in Revenue and Taxation Code section 23332 with the California Franchise Tax Board.

BE IT FURTHER RESOLVED, that on commencement of the proceedings to dissolve the Corporation, each and any one of the Directors comprising the Board is authorized and



directed to prepare and file such other documents and take such other action as may be necessary and advisable in connection with the dissolution of the Corporation.

BE IT FURTHER RESOLVED, that each and any one of the Directors comprising the Board is authorized, empowered, and directed to execute and deliver in the name of and on behalf of the Corporation such deeds, assignments, or other instruments of transfer as may be deemed necessary or proper and is further authorized, empowered, and directed to do any and all acts and things necessary to carry out, perform, implement, and consummate the above-described distribution and dissolve the Corporation, including, but not limited to, filing a certificate of dissolution in accordance with Corporations Code section 6615.

APPROVED: JAN I. GOLDSMITH, City Attorney

By

\_\_\_\_\_  
Bret A. Bartolotta  
Deputy City Attorney

BAB:sc  
06/18/2013  
Or.Dept: Office of the City Comptroller  
R-2013-790



I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of \_\_\_\_\_.

ELIZABETH S. MALAND  
City Clerk

By \_\_\_\_\_  
Deputy City Clerk

Approved: \_\_\_\_\_  
(date)

\_\_\_\_\_  
BOB FILNER, Mayor

Vetoed: \_\_\_\_\_  
(date)

\_\_\_\_\_  
BOB FILNER, Mayor